



Thames Water Utilities Limited

Finance Committee
Terms of Reference

March 2024

Finance Committee

Terms of Reference

These Terms of Reference set out the specific responsibilities delegated by the Board to the Finance Committee (the “Committee”) of Thames Water Utilities Limited (the “Company”) and detail the manner in which the Committee will operate.

1. Overview

- 1.1. The objective of the Committee is the provision of oversight and effective governance of:
- Funding strategy, capital structure and liquidity management;
 - Funding transactions and loans;
 - Covenant compliance and management of credit ratings;
 - Hedging (interest rate, currency and inflation);
 - Whole business securitisation documentation, including amendments; and
 - Review of distribution proposals prior to submission to the Board.

2. Membership

- 2.1. The Committee shall comprise the CFO, and at least three independent non-executive directors and up to two non-executive directors,
- 2.2. Members of the Committee shall be appointed by the Board, on recommendation of the Nomination Committee.
- 2.3. The Board shall appoint the Committee Chair who must be a non-executive director. In the absence of the Committee Chair and/or an appointed deputy, the remaining members present shall elect one of themselves to chair the meeting.
- 2.4. The Committee may invite any persons (including the CEO, Director of Corporate Finance and external advisers) to attend any meetings or parts of meetings.
- 2.5. Each member of the Committee shall be entitled to one vote.
- 2.6. The Chair of the Committee shall not be entitled to a second or casting vote in the case of an equality of votes on any matter.

3. Secretary

- 3.1. The Company Secretary or their nominee shall act as the Secretary of the Committee.
- 3.2. The Secretary shall ensure that the Committee receives information and papers in a timely manner to enable full and proper consideration to be given to all such matters.

4. Quorum

- 4.1. The quorum for Committee meetings shall be three members, two of whom must be independent non-executive directors.

Finance Committee

Terms of Reference

5. Meetings

- 5.1. The Committee shall meet as required.
- 5.2. Meetings of the Committee shall be convened by the Secretary of the Committee at the request of any of its members.
- 5.3. Unless otherwise agreed, notice of each meeting confirming the venue, time and date together with an agenda of items to be discussed shall be forwarded in electronic form to each member of the Committee, and any other person required to attend, no later than five working days before the date of the meeting. Relevant supporting papers shall be sent to Committee members and other attendees at the same time.
- 5.4. The attendance of any non-Committee person at the meeting shall be at the invitation of the Committee Chair.

6. Minutes of Meetings

- 6.1. The Secretary shall minute the proceedings and decisions of all committee meetings, including recording the names of those present and in attendance and the existence of any conflicts of interest.
- 6.2. Draft minutes of the Committee meetings shall be agreed with the Committee Chair and then circulated to all members of the Committee and once agreed, to all members of the Board.

7. Annual General Meeting

- 7.1. The Chair of the Committee shall attend the Annual General Meeting, in the event that such a meeting is held, and be prepared to respond to any shareholder questions on the Committee's activities

8. Duties

The duties of the Committee shall include:

- 8.1. Making recommendations to the Board
 - 8.1.1 on the content of the financing plan to be incorporated into the financial budget covenant compliance monitoring and longer term business plan;
 - 8.1.2 on the content of reports to the Board on financing, liquidity, capital structure and whole business securitisation documentation;
 - 8.1.3 on payment of dividends or changes in capital structure;
 - 8.1.4 financing opportunities (including developments in debt capital markets);
 - 8.1.5 on financing strategy for the Group; and
 - 8.1.6 on borrowing.

Finance Committee

Terms of Reference

- 8.2 Monitor and make recommendations to the Board on hedging and management of interest rate, inflation and currency exposure risks, including the use of swaps and/or options;
- 8.3 Monitor and make recommendations to the Board on credit rating developments and strategy;
- 8.4 Approve on behalf of the Board the amounts and pricing of individual debt issues in line with agreed parameters and pre-authorisation levels;
- 8.5 Oversight of compliance with Group Treasury procedures; and
- 8.6 Consider any other matters regarding the financing arrangements of the Group referred to it by the Board.

9 Reporting

- 9.1 The Committee shall report, through the Committee Chair, on its activities and how it has discharged its responsibilities to the Board at each scheduled Board meeting of the Company.
- 9.2 The Committee shall produce a report to be included in the Company's Annual Report on its activities.

10 Authority and Legal Advice

The Committee is authorised to:

- 10.1 Have access to sufficient resources in order to carry out its duties, including access to the company secretariat for advice and assistance as required.
- 10.2 Obtain, at the company's expense, independent legal, accounting or other professional advice on any matter if it believes it necessary to do so.
- 10.3 Undertake any other duties as requested by the Board from time to time and to investigate any activities it deems necessary to carry out its duties and to seek information from any employee.
- 10.4 Give due consideration to all relevant laws and regulations, the provisions of the UK Corporate Governance Code and the requirements of any other applicable rules, as appropriate.

11 Terms of Reference and Performance

The Committee is authorised to:

- 11.1 At least annually, review its constitution and terms of reference to ensure it is operating at maximum effectiveness and recommend any changes it considers necessary to the Board for approval.

Finance Committee

Terms of Reference

- 11.2 Ensure that a periodic evaluation of the committee's performance is carried out.
- 11.3 Be provided with appropriate and timely training, both in the form of an induction programme for new members and on an ongoing basis for all members.

